

ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF PHYSICAL PLANT ADMINISTRATORS
OF UNIVERSITIES AND COLLEGES, INC.

To: The Recorder of Deeds, D. C.
Washington, D. C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is THE ASSOCIATION OF PHYSICAL PLANT ADMINISTRATORS OF UNIVERSITIES AND COLLEGES, INC.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are to develop and maintain high standards in the administration, care, operation, planning, and development of physical plants used by institutions of higher education; to promote professional ideals and standards to better serve the objectives of higher education; and to engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the corporation.

The corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of Sections 501(c) (3) and 170(c) (2) (B) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operating for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on

(a) By an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States internal revenue law),

(b) By an organization described in Sections 509(a)(1), (2), or (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law), and

(c) By an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

FOURTH: To further the corporation's objects and purposes, the corporation shall have and shall exercise all the powers conferred by the District of Columbia Non-profit Corporation Act not without the scope of Article THIRD hereof. Without limiting the generality of the foregoing, the corporation shall have the power to sue and be sued, to own, take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated and however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the corporation; to lease, build, erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures, necessary, proper or incident to the carrying out of the objects and purposes stated herein. The corporation shall have full powers of management, investment and reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

FIFTH: The corporation is to have members.

SIXTH: The corporation is to be divided into two classes of members; (a) members possessing voting rights and (b) members without voting rights.

The designation of each class of members, and the qualifications and rights of the members of each class are as follows:

- (a) The voting members of the corporation shall consist of
- (1) Qualified institutions of higher education, which shall meet additional criteria as shall be prescribed in the corporation's bylaws, each of which shall qualify under Section 115(a) of the Internal Revenue Code of 1954 or be exempt from Federal taxation under Section 501(a) of such Code as an organization described in Sections 501(c)(3) and 509(a) of such Code as an organization described in Sections 501(c)(3) and 509(a)(1), (2) and (3) of such Code (or the corresponding provisions of any future United States internal revenue law) and which shall maintain the position of a principal administrator in direct charge of the physical plants or buildings and grounds of such institution.
 - (2) Qualified systems of institutions of higher education, which shall meet any additional criteria as may be prescribed in the corporation's bylaws, which is composed of institutions which qualify under Article SIXTH (a), (1), hereof, and which maintain the position of a physical plant administrator who supervises the principal administrators in direct charge of the physical plants or buildings and grounds of the institutions within such system.
- (b) The nonvoting members of the corporation shall consist of
- (1) Associates of the corporation, who shall be physical plant professional, administrative, or supervisory personnel employed at institutions of higher education or systems thereof, other than personnel described in Article SIXTH (a) hereof, and who shall meet any additional criteria as may be prescribed in the corporation's bylaws.
 - (2) Affiliates of the corporation, who shall be professional personnel employed at institutions of higher education or systems thereof, other than personnel described in Article SIXTH (a) or (b) (1), hereof, engaged in work related to physical plant administration and having an interest in the purposes and activities of the corporation, and who shall meet any additional criteria as may be prescribed in the corporation's bylaws.

SEVENTH: The manner of election of the directors of the corporation shall be as provided by the bylaws.

EIGHTH: The internal affairs of the corporation shall be conducted and regulated as provided in the bylaws. The officers and directors of the corporation shall govern the corporation, with full authority to establish its policies. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following of recipients as the Board of Directors of the corporation shall determine:

- (a) A nonprofit organization or organizations which may have been created to succeed the corporation, as long as such organization or each of such organizations shall qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States internal revenue law); and/or
- (b) A nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from Federal income tax under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States internal revenue law).

NINTH: The address of its initial registered office in the District of Columbia is 888 Seventeenth Street, N.W., Washington, DC 20006, and the name of its initial registered agent at such address is James W. Quiggle.

TENTH: The number of directors constituting the initial Board of Directors is 20 and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Arnold	2007 Spring Creek Drive Laramie, Wyoming 82070
Case A. Bonebrake	2023 Hunting Manhattan, Kansas 66502
Howell H. Brooks	P.O. Box 305 Nashville, Indiana 47448
Burt Cowman	2301 23rd Street Santa Monica, California 90405
Gene B. Cross	2001 Browning Avenue Salt Lake City, Utah 84108
Charles Dawson	2900 Daniels Dallas, Texas 75205
Harry F. Ebert	807 Onslow Street Durham, North Carolina 27705
Calvin Green	4640 S. W. Clear Lake Drive Gainesville, Florida 32601
N. H. Gurley	1341 Semirole Drive Greensboro, North Carolina 27408
Clyde B. Hill	411 Island Road Temple Terrace, Florida 33617
Philip Koehler	1465 Lenia Street Honolulu, Hawaii 96818
George Moore	7550 Quail Hollow Road Cincinnati, Ohio 45243
Bruce Rutherford	1503 Lower Drive Pullman, Washington 99163
Ted B. Simon	2814 Brentwood East Lansing, Michigan 48823
Edwin V. Lyon	54438 Elmhurst South Bend, Indiana 46637
William M. Stanton	207 South Chester Road Swarthmore, Pennsylvania 19081
L. Terry Suber	915 Greenfield Fort Collins, Colorado 80521
John H. Sweitzer	223 College Avenue Richmond, Indiana 47374
Walter W. Wade	R. R. #5 Monticello, Indiana 47960
Peter P. Welanetz	Bulkley Street Williamstown, Massachusetts 01267

ELEVENTH: The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Joe L. Oppenheimer	888 - 17th Street, N. W. Washington, D. C. 20006
Robert O. Tyler	888 - 17th Street, N. W. Washington, D. C. 20006
Bruce R. Hopkins	888 - 17th Street, N. W. Washington, D.C. 20006

Joe L. Oppenheimer
Robert O. Tyler
Bruce R. Hopkins
Incorporators

Date: January 16, 1974

I, Barbara P. Montgomery, a Notary Public, hereby certify that on the 16th day of January, 1974, personally appeared before me Joe L. Oppenheimer, Robert O. Tyler, and Bruce R. Hopkins, who signed the foregoing document as incorporators, and that the statements therein contained are true.

Barbara P. Montgomery
Notary Public